

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
ALABAMA AIRCRAFT INDUSTRIES, INC., <i>et al.</i> , Debtors.	Case No. 11-10452 (PJW) (Jointly Administered)
THE BOEING COMPANY, Appellant, v. ALABAMA AIRCRAFT INDUSTRIES, INC., <i>et al.</i> , KAISER AIRCRAFT INDUSTRIES, INC. Appellees.	Civil Action No. 1:11-cv-01003 (JEI)

**AFFIDAVIT OF ROBERT M.D. MERCER IN SUPPORT OF THE BOEING
COMPANY'S BRIEF IN OPPOSITION TO KAISER AIRCRAFT INDUSTRIES,
INC'S MOTION TO DISMISS APPEAL AS MOOT [11 U.S.C. § 363(M)]**

Robert M.D. Mercer, being duly sworn, deposes and says:

1. I am an attorney at Bryan Cave LLP and a member in good standing of the Georgia Bar and have applied to be admitted to the Court *pro hac vice*.

2. I submit this Affidavit in support of the Boeing Company's Brief in Opposition to Kaiser Aircraft Industries, Inc.'s Motion to Dismiss Appeal as Moot [11 U.S.C. § 363(m)].

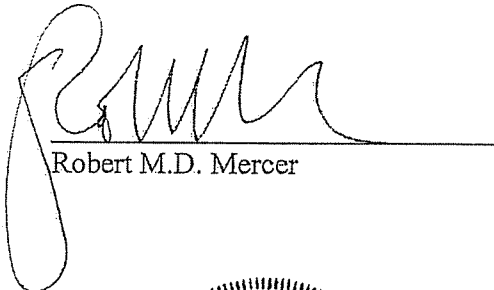
3. By this Affidavit, I submit a true and correct copy of the following documents cited in the aforementioned brief:

Exhibit A: Declaration in Connection with the Order to Retain Ordinary Course Professionals (Bankr. Case No. 11-10452 (PWJ), D.I. 204);

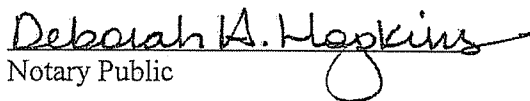
Exhibit B: Affidavit of Service Re: (1) Order Shortening the Time for Notice of the Hearing to Consider Debtors' Motion Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006, and 9014, and Local Rules 2002-1 and 6004-1, Requesting Entry of an Order Approving the Sale of

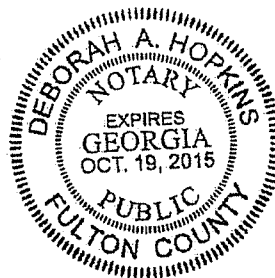
Substantially all of the Debtors' Operating Assets, Including the Assumption and Assignment of Contracts and Leases, Free and Clear of all Liens, Claims, and Interests to Kaiser Aircraft Industries, Inc. and Authorizing the Debtors to Assign Certain Claims to a Litigation Trust; (2) Notice of (I) Assumption of Executory Contract or Unexpired Lease, (II) Fixing of Cure Amounts in Connection Therewith, and (III) Deadline to Object Thereto; (3) Notice of Sale Hearing; (4) Debtors' Motion Pursuant to Sections 105(a), 363, and 365 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006, and 9014, and Local Rules 2002-1 and 6004-1, Seeking Entry of an Order Approving the Sale of substantially all of the Debtors' Operating Assets, Including the assumption and Assignment of Contracts and leases, Free and Clear of all Liens, Claims, and Interests to Kaiser Aircraft Industries, Inc. and Authorizing the Debtors to Establish a Litigation Trust and Vest Certain Claims Therein [Corrected Version] (Bankr. Case No. 11-10452 (PWJ), D.I. 459);¹

- Exhibit C: Correspondence from Robert Mercer to Scott Williams dated November 8, 2011;
- Exhibit D: Correspondence from Robert Mercer to Thomas Patterson dated November 8, 2011; and
- Exhibit E: Correspondence from Thomas Patterson to Robert Mercer dated November 10, 2011.


Robert M.D. Mercer

Sworn and subscribed to before
Me this 14th day of November 2011


Notary Public



¹ Only Exhibit "A" and Exhibit "B" are attached.

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re) Chapter 11
)
ALABAMA AIRCRAFT INDUSTRIES, INC.,) Case No. 11-10452 (PJW)
et al.,¹)
) Jointly Administered
Debtors.)
) Objection Deadline: April 28, 2011 at 4:00 p.m. (ET)
) Ref. Docket Nos. 41 & 93

**NOTICE OF FILING RETENTION DECLARATION IN
CONNECTION WITH THE ORDER TO RETAIN ORDINARY
COURSE PROFESSIONALS PURSUANT TO SECTIONS 105(A), 327, 328
AND 330 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014**

PLEASE TAKE NOTICE that on February 22, 2011, Alabama Aircraft Industries, Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), filed their Motion for an Order to Retain Ordinary Course Professionals Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code and Bankruptcy Rule 2014 (the "Motion") [Docket No. 41].²

PLEASE TAKE FURTHER NOTICE that on March 11, 2011, the Court entered its Order to Retain Ordinary Course Professionals Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code and Bankruptcy Rule 2014 (the "Order") [Docket No. 93], which provides that each Ordinary Course Professional must file with the Court, prior to acceptance of payment for postpetition services rendered, a Retention Declaration pursuant to Section 327 of the Bankruptcy Code setting forth that such professional does not represent or hold any interest adverse to the Debtors or their respective estate with respect to the matter for which such professional is engaged. In accordance with the procedures set forth in the Order, the Debtors hereby file this Retention Declaration in support of Haskell Slaughter Young & Rediker, LLC as an Ordinary Course Professional, which is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that a copy of the Retention Declaration has been served on the Office of the United States Trustee, the Debtors' Thirty Largest Unsecured Creditors, and those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties").

¹ The last four digits of the taxpayer identification numbers for each of the Debtors follow in parenthesis: (i) Alabama Aircraft Industries, Inc. (5295); (ii) Alabama Aircraft Industries, Inc.-Birmingham (6533); and (iii) Pemco Aircraft Engineering Services, Inc. (9969). The mailing address for all of the Debtors is 1943 50th Street North, Birmingham, AL 35212.

² All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

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4/18/11

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, any party in interest may object to an Ordinary Course Professional's retention within ten (10) days service of the Retention Declaration based upon lack of disinterestedness or conflict of interest. Any objection to the retention of an Ordinary Course Professional must be served on (i) counsel to the Debtor, Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, P.O. Box 391, Wilmington, DE 19899-0391 (Attn: Joel A. Waite, Esq. and Kenneth J. Enos, Esq.) and Alston & Bird LLP, 1201 West Peachtree Street, Atlanta, Georgia 30309-3424 (Attn: Grant T. Stein, Esq. and Sage M. Sigler, Esq.); and (ii) the Office of the United States Trustee, 844 King Street, Suite 2313, Wilmington, DE 19801 (Attn: Richard Schepacarter, Esq.).

Dated: Wilmington, Delaware
April 18, 2011

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Kenneth J. Enos

Joel A. Waite (No. 2925)
Kenneth J. Enos (No. 4544)
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, Delaware 19899-0391
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

-and-

Grant T. Stein
Dennis J. Connolly
William S. Sugden
Sage M. Sigler
ALSTON & BIRD LLP
1201 West Peachtree Street
Atlanta, Georgia 30309-3424
Telephone: (404) 881-7000
Facsimile: (404) 881-7777

Attorneys for the Debtors

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re)	Chapter 11
)	
ALABAMA AIRCRAFT INDUSTRIES, INC.,)	Case No. 11-10452
<i>et al.</i> , ¹)	
)	Jointly Administered
Debtors.)	

DECLARATION

I, R. Scott Williams, declare and state as follows:

1. I am a partner with Haskell Slaughter Young & Rediker, LLC (the "**Firm**"), having an office located at 2001 Park Place, Suite 1400, Birmingham, Alabama 35203, employed by the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") in the ordinary course of their businesses.

2. This declaration is submitted pursuant to 11 U.S.C. §§ 105(a), 327, 328 and 330, in compliance with the Order Authorizing the Employment of Professionals Utilized in the Ordinary Course of Business *nunc pro tunc* to the Petition Date (the "**Ordinary Course Professionals Order**").

3. The professional services the Firm will render to the Debtors include, but shall not be limited to assisting the Debtor with identifying and recovering potential claims.

4. Prior to the commencement of the Debtors' bankruptcy cases (the "**Bankruptcy Cases**"), the Firm did provide professional services to the Debtors.

¹ The last four digits of the taxpayer identification numbers for each of the Debtors follow in parenthesis: (i) Alabama Aircraft Industries, Inc. (5295); (ii) Alabama Aircraft Industries, Inc.-Birmingham (6533); and (iii) Pemco Aircraft Engineering Services, Inc. (9969). The mailing address for all of the Debtors is 1943 50th Street North, Birmingham, AL 35212.

5. The Debtors did not owe the Firm in connection with professional services rendered to the Debtors prepetition.

6. The Firm does not hold any interest adverse to the Debtors or their estates with respect to the matters for which the Firm is to be retained. The Firm has not performed services in the past for persons that are parties in interest in the Bankruptcy Cases, in matters related to the Bankruptcy Cases:

7. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters that the Firm is retained:

8. The Firm has read the proposed Ordinary Course Professionals Order and understands the limitations on compensation allowed to be paid without a court order.

9. The Firm is conducting further inquiries regarding its retention by any creditor of the Debtors and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

10. The Firm intends to apply for compensation for professional services rendered in connection with these Bankruptcy Cases directly to the Debtors, in accordance with the Ordinary Course Professionals Order, with such application to request compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by the Firm. The Firm understands that, pursuant to the Ordinary Course Professionals Order, services rendered to the Debtors resulting in fees of more than \$25,000 per month, on average over the prior rolling three-month period, will require the entry of an order of the Court authorizing such higher amount. The principal members, associates and/or employees

designated to represent the Debtors, and their current standard hourly rates, are:

- (a) J. Michael Rediker billing rate per hour \$450.00
- (b) R. Scott Williams billing rate per hour \$325.00
- (c) Vincent J. Graffeo billing rate per hour \$225.00

11. The hourly rates set forth above are subject to periodic adjustments to reflect changes in the economy and other conditions. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. The rates are set at a level designed to fairly compensate the Firm for the work of its members, associates and/or employees, and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, travel costs, telecommunications, express mail, messenger service, photocopying costs, document processing, temporary employment of additional staff, overtime meals, and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

12. Except as provided in the Ordinary Course Professionals Order, no representations or promises have been received by the Firm, or by any member, partner, counsel, associate, or employee thereof, as to compensation in connection with these Bankruptcy Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with the Bankruptcy Cases.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on April 15, 2011, at Birmingham, Alabama.

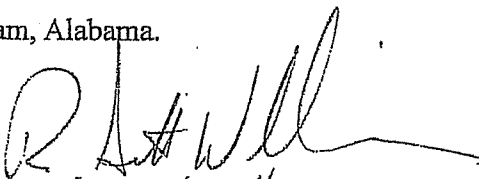

Name: R. Scott Williams
Title: Partner

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:) Chapter 11
)
ALABAMA AIRCRAFT INDUSTRIES, INC.,) Case No. 11-10452 (PJW)
et al.,¹)
) Jointly Administered
Debtors.)

AFFIDAVIT OF SERVICE

I, Jeffrey L. Pirrung, being duly sworn according to law, depose and say that I am the Managing Director of American Legal Claim Services, LLC, claims and noticing agent for the Debtor in the above-captioned case.

On August 22, 2011, under my direction and supervision, the following documents were served via Overnight mail upon the service lists attached hereto as **Exhibit A** and **Exhibit B**:

- Order Shortening the Time for Notice of the Hearing to Consider Debtors' Motion Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006, and 9014, and Local Rules 2002-1 and 6004-1, Requesting Entry of an Order Approving the Sale of Substantially all of the Debtors' Operating Assets, Including the Assumption and Assignment of Contracts and Leases, Free and Clear of all Liens, Claims, and Interests to Kaiser Aircraft Industries, Inc. and Authorizing the Debtors to Assign Certain Claims to a Litigation Trust [**Docket No. 452**]
- Notice Of (I) Assumption Of Executory Contract Or Unexpired Lease, (II) Fixing Of Cure Amounts In Connection Therewith, And (III) Deadline To Object Thereto [**Docket No. 454**]
- Notice Of Sale Hearing [**Docket No. 455**]

(Continued on the Following Page)

¹ The last four digits of the taxpayer identification numbers for each of the Debtors follow in parenthesis: (i) Alabama Aircraft Industries, Inc. (595); (ii) Alabama Aircraft Industries, Inc. -Birmingham (6533); and (iii) Pemco Aircraft Engineering Services, Inc. (969). The mailing address for all of the Debtors is 1943 50th Street North, Birmingham, AL 35212.

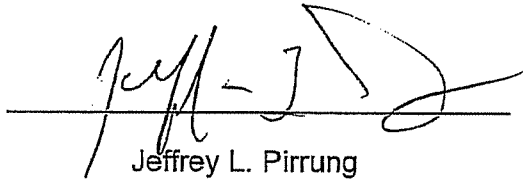
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- Debtors' Motion Pursuant To Sections 105(a), 363, And 365 Of The Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006, And 9014, And Local Rules 2002-1 And 6004-1, Seeking Entry Of An Order Approving The Sale Of Substantially All Of The Debtors' Operating Assets, Including The Assumption And Assignment Of Contracts And Leases, Free And Clear Of All Liens, Claims, And Interests To Kaiser Aircraft Industries, Inc. And Authorizing The Debtors To Establish A Litigation Trust And Vest Certain Claims Therein [Corrected Version] [Docket No. 456]

On August 22, 2011, under my direction and supervision, the following document was served via First Class mail upon the service list attached hereto as **Exhibit C**:

- Notice Of Sale Hearing [Docket No. 455]

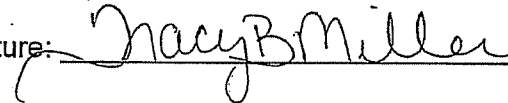
Dated: August 23, 2011


Jeffrey L. Pirrung

State of Florida, County of Duval

Subscribed and sworn to before me on this 23rd day of August, 2011, by Jeffrey L. Pirrung, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

WITNESS my hand and official seal.

Signature: 

TRACY B. MILLER
Notary Public, State of Florida
My Comm. Expires Feb. 14, 2015
Commission No. EE 53530

Exhibit A

Exhibit A
Served via Overnight Mail

Creditor Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip
Alabama Power Company	Eugenia Gann	313 N 6th Ave		Birmingham	AL	35203
Avizent	Mark McCarthy	5000 Bradenton AVE		Columbus	OH	43017
Balch and Bingham LLP	Eric T Ray	1901 Sixth Ave N, STE 1500		Birmingham	AL	35203
Bartlett Hackett Feinberg PC	Frank F McGinn	155 Federal Street 9th Fl		Boston	MA	02110
Birmingham Airport Authority		5900 Airport Highway		Birmingham	AL	35212
Brinkman Portillo Ronk	Daren Brinkman and Laura Portillo	4333 Park Terrace Suite 205		Westlake Village	CA	91361
Bryan Cave	Robert Mercer	One Atlantic Center 14th Fl	1201 West Peachtree St NW	Atlanta	GA	30309-3488
Buchalter Nemer A Professional Corporation	Shawn M Christianson	333 Market St	25th Fl	San Francisco	CA	94105-2126
Burr And Forman	Derek F Meek	420 North 20th St	Suite 3400	Birmingham	AL	35203
Burr And Forman	Joe A Joseph	420 North 20th St		Birmingham	AL	35203
Burr And Forman	Marc P Solomon	420 North 20th St	Suite 3400	Birmingham	AL	35203
Burr And Forman	Michael K Choy	420 North 20th St	Suite 3400	Birmingham	AL	35203
Cohen Weiss and Simon LLP	Bruce S Levine	330 West 42nd St	25th Fl	New York	NY	10036-6976
Cooch and Taylor	Susan E Kaufman	The Brandywine Bldg	1000 West St 10th Fl	Wilmington	DE	19801
Custom Pack Shipping Inc	Attn David Crandall	112 Owens Parkway		Birmingham	AL	35244
Defense Logistics Agency	Attn General Counsel	8725 John J Kingman Rd	Andrew T McNamara Bldg	Fort Belvoir	VA	22060-6221
Defense Logistics Agency	Attn Legal Department	8725 John J Kingman Rd	Andrew T McNamara Bldg	Fort Belvoir	VA	22060-6221
Defense Logistics Agency	Attn Property Administrator	8725 John J Kingman Rd	Andrew T McNamara Bldg	Fort Belvoir	VA	22060-6221
Gray Robinson	Steven J Solomon	1221 Brickell Ave Ste 1600		Miami	FL	33131
Greenberg Traurig LLP	Dennis A Meloro	1007 North Orange Street Ste 1200		Wilmington	DE	19801
Greenberg Traurig LLP	Scott D Cousins	1007 North Orange Street Ste 1200		Wilmington	DE	19801
Haynes Machine Company	Attn Paul Haynes	255 Yellowjacket Ln		Oxford	AL	36203
Internal Revenue Service		PO Box 7346		Philadelphia	PA	19101-7346
International Union UAW	Niraj R Ganatra	8000 E Jefferson Ave		Detroit	MI	48214
International Union UAW	Susan M Mitchell	8000 E Jefferson Ave		Detroit	MI	48214
Iron Mountain	ATTN Legal Dept	745 Atlantic AVE		Boston	MA	02111
Iron Mountain	Jennifer Johnson	730C Freeland Station Rd		Nashville	TN	37228
Latham & Watkins	Attn David R Hazelton	555 Eleventh St NW	Ste 1000	Washington	DC	20004-1304
Latham & Watkins	Attn Robert L Struve	233 South Wacker Dr	Ste 5800	Chicago	IL	60606
Loizides PA	Christopher D Loizides	1225 King St Ste 800		Wilmington	DE	19801
Maynard Cooper & Gale PC	Tony Miller and Jayna Lamar	1901 6th Ave North	2400 Regions Harbert Plaza	Birmingham	AL	35203-2602
Monzack Mersky McLaughlin and Browder						
Morris Nichols Arsit and Tunnell LLP	Rachel B Mersky	1201 N Orange St	Ste 400	Wilmington	DE	19801
Morris Nichols Arsit and Tunnell LLP	Eric D Schwartz	1201 North Market St	PO Box 1347	Wilmington	DE	19899
Morris Nichols Arsit and Tunnell LLP	Matthew B Harvey	1201 North Market St	PO Box 1347	Wilmington	DE	19899
NLRB	Region 10 Atlanta	233 Peachtree St NE	Ste 1000 Harris Tower	Atlanta	GA	30303-1531
NLRB	Region 10 Birmingham	1130 South 22nd St	Ridge Park Place Ste 3400	Birmingham	AL	35205-2870
Office of the United States Trustee Delaware						
Oracle Corporation	Richard Shepacarter	844 King St Ste 2207	Lockbox 35	Wilmington	DE	19899-0036
Pension Benefit Guaranty Corp	Legal Department	500 Oracle Pkwy		Redwood Shores	CA	94065
	Erika Barnes Atty	1200 K Street NW		Washington	DC	20005

Exhibit A
Served via Overnight Mail

Creditor Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip
Pension Benefit Guaranty Corp	James Eggeman Asst Chief Counsel	1200 K Street NW		Washington	DC	20005
Pension Benefit Guaranty Corp	Mark R Snyder	1200 K Street NW	Ste 340	Washington	DC	20005-4026
Richards Layton & Finger PA	John H Knight	One Rodney Square	920 North King St	Wilmington	DE	19801
Richards Layton & Finger PA	L Katherine Good	One Rodney Square	920 North King St	Wilmington	DE	19801
Richards Layton & Finger PA	Russell C Silberglied	One Rodney Square	920 North King St	Wilmington	DE	19801
Secretary of the Treasury	Division of Corporations Franchise Tax	PO Box 898		Dover	DE	19903
Securities and Exchange Commission	Attn George S Canellos	3 World Financial Ctr Ste 400	New York Regional Office	New York	NY	10281-1022
Securities and Exchange Commission	Secretary of the Treasury	100 F Street NE		Washington	DC	20549
US Attorneys Office	Ellen Slights	1007 Orange St Ste 700	PO Box 2046	Wilmington	DE	19899-2046
Wells Fargo Bank NA	Attn Austin Davis	420 20th Street North	7th Fl	Birmingham	AL	35203
Wells Fargo Law Department	Sasha Robinson	301 S Tryon St M7	MAC D1129 072	Charlotte	NC	28288
Wells Fargo Law Department	Timothy W Arant Senior Counsel	301 South College St	MAC D1053 300	Charlotte	NC	28202
Womble Carlyle Sandridge and Rice	Steven Kortanek and Ryan Cicoski	222 Delaware Avenue Suite 1501		Wilmington	DE	19801

Exhibit B

Exhibit B
Served via Overnight Mail

Creditor Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip
Alabama Atty General	Troy King	500 Dexter Avenue		Montgomery	AL	36130
Alabama Dept of Envtl Management		1400 Coliseum Blvd.		Montgomery	AL	36110
Alabama Dept of Envtl Management		Birmingham Field Office		Birmingham	AL	35212
ARINC	Debbie Lepra	2551 Riva Rd		Annapolis	MD	21401
Aterian Investment Partners	Attn Michael Fieldstone	1700 Broadway 38th Floor		New York	NY	10019
Bright House Networks		151 London Pkwy		Birmingham	AL	35211
British Aerospace	MTC Technologies	200 Park Place Drive		Warner Robins	GA	31088
Capital Recovery Group	Steve Papillo	1654 King St		Enfield	CT	06082
Cincinnati Industries	Gary Rogg	2020 Dunlap St		Cincinnati	OH	45214
City of Birmingham	Tom-Barnett Dir of Finance	710 North 20 th Street	City Hall 1 st Floor	Birmingham	AL	35203
City of Birmingham	Tom-Barnett Dir of Finance	PO Box 11348		Birmingham	AL	35296
Concepts in Production	Attn Tom Higgins	203 3rd Ave S	Ste 4	Ann Arbor	MS	38821
Counsel RB Capital LLC	Vaughn Barber	904 Buena Vista		San Clemente	CA	92672
Critical Components Inc		120 Interstate N Pkwy	Build 300 Ste 305	Atlanta	GA	30339
Datamax Software Group Inc	Attn Legal Department	5090 Robert J Mathew Pkwy No 100		El Dorado Hills	CA	95762
Datamax Software Group Inc	Attn Legal Department	8911 N Capital of Texas Hwy	No 3220	Austin	TX	78759
Defense Support Services LLC	Attn Donald W Smith	901 Lincoln Drive W	Ste 200	Marlton	NJ	08053
Deltacom	Attn Legal Department	7037 Old Madison Pike		Huntsville	AL	35806
Deltacom		PO Box 2252	Delta ID 1058	Birmingham	AL	35246-1058
Department of Public Health		3060 Mobile Hwy		Montgomery	AL	36130
DLA Aviation	DFAS-ADPS/CA-BSM	PO Box 182204		Columbus	OH	43218-2204
DLA Aviation		20002 N 19th Ave	Mail Code A	Phoenix	AZ	85027
DRS Technical Services		12930 Worldgate Dr	Suite 700	Herridon	VA	20170
EMC Corporation	Lisa Branco	55 Constitution Blvd		Franklin	MA	02038
Environmental Protection Agency	ATTN Office of General Counsel	61 Forsyth St Sw	Atlanta Federal Center	Atlanta	GA	30303-3104
General Dynamics Information Tech	Attn Legal Department	3211 Jermantown Road		Fairfax	VA	22040
General Dynamics Information Tech		5100 Springfield Pike	Ste 509	Dayton	OH	45431
Great American Group	James O'Donoghue	9 Parkway North	Ste 300	Deerfield	IL	60015
Hewlett Packard	D Bledsoe	301 S Rockrimmon Blvd	CX015A	Colorado Springs	CO	80919-2303
ILSC		700 West Airport Rd		Payson	AZ	85541
L 3 Communications	Attn Donald Hunt	PO Box 6177		Greenville	TX	75403-6177
L 3 Communications		7500 Maehr Road	M S 1121	Waco	TX	76705
L 3 Communications IS	Attn Donald Hunt	PO Box 6177		Greenville	TX	75403-6177
Lockheed Martin Integrated Systems	George Plarr	21472 Network Place	Bank One	Chicago	IL	28290-5199
Lockheed Martin Integrated Systems	Karen J Borges	7 Barnabas Rd		Marion	MA	02738
McAfee Inc	Attn Jan Clappy	4006 Beilene Rd Ste 275	ANI Direct	Addison	TX	75001
MCH Companies	Teresa Meyer	10900 Portland Ave S	PO 1749	Burnsville	MN	55337
Modspace	Clay Johnson	3701 65th St N		Birmingham	AL	35206
Moe Piriegar		PO Box 71		Porthueneme	CA	93044
Myron Bowling	Chris Lee	PO Box 369		Ross	OH	45061
Naval Air Warfare Center AD	Attn Francis Jurnin	21936 Bundy Rd		Patuxent River	MD	20670
Neopost Leasing	Mail Finance	478 Wheelers Farms Rd		Milford	CT	06461
Nextel Sprint Communications		PO Box 4181		Harold Stream	IL	60197-4188
Nortrup Grumman	Alan Currie	101 Warner Robbins Rd		Jeffersonville	GA	31044
Nortrup Grumman		8710 Freepark Pkwy Suite 200		Iving	TX	75063-2577
Office of the US Attorney General	Joseph R Biden III	820 N French St	Carvel State Office Building	Wilmington	DE	19801
OO ALC PKEA	Annette Moody	6039 Aspen Ave	B1289 Upstairs	Hill AFB	UT	84056-5808

Exhibit B
Served via Overnight Mail

Creditor Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip
Oracle Corporation	Attn Legal Department	500 Oracle Parkway		Redwood Shores	CA	94065
Oracle Corporation	Nirup Natra	PO Box 371992		Pittsburgh	PA	15250-7992
Pinnacle Leasing	Attn Legal Department	7585 West 66th Avenue	Ste 300	Avrara	CO	80003
Pinnacle Leasing		PO Box 661194		Birmingham	AL	35266-1194
PMI Auction	Robert Braman	2901 W Sam Houston Pkwy N	Ste A130	Houston	TX	77043
Quest Software		PO Box 51739		Los Angeles	CA	90051-6039
Quest Software		5 Polaris Way		Aliso Viejo	CA	92656
R 4 Integration		634 Anchors Street	Ste 202	Ft Walton Beach	FL	32548
Raytheon	Attn Legal Department	870 Winter St		Waltham	MA	02451
Raytheon		12160 Sunrise Valley Dr		Reston	VA	20191
Sage Software Inc		56 Technology Dr		Irvine	CA	92618
SAIC	Rick Stravinsky	16701 West Bernardo Dr		San Diego	CA	92161
SAIC		1000 Park Dr		Warner Robins	GA	31088
SC Attorney Generals Office		PO Box 11549		Columbia	SC	29201
Scientific Research Corporation		2300 Windy Ridge Pkwy	Ste 400 South	Atlanta	GA	30339
Scriptlog		6000 NW Broken Sound Pkwy 2nd Fl		Boca Raton	FL	33487
South Carolina Dept. of Health	and Envl Control SCDHEC BL and WM	2600 Bull Street		Columbia	SC	29201
The Birmingham Airport Authority	Patty Howell	5900 Messer Airport Hwy		Birmingham	AL	35212
United States EPA	Region 4 Waste Management Div	61 Forsyth St. SW		Atlanta	GA	30303-9909
US Air Force	Bobbi Whitlock	Build 3001 Suite 2A181A		Tinker AFB	OK	73145-3015
US Air Force WR ALC Contract	Robin Dixon	215 Page Rd Ste 131		Robbins AFB	GA	31098-1662
US Army	Attn Elizabeth Jackson	Build 401 Lee Blvd		Fort Eustis	VA	23604-5577
Vertex Inc	Attn Legal Department	1041 Old Cassatt Rd		Berwyn	PA	19312
VMWare Inc	Attn Legal Department	3401 Hillview Ave		Palo Alto	CA	94304
WAS Aviation Services Inc	Gary Talarico and Deryl Couch	5200 Town Center Cir Ste 470	co Sun Capital Partners Inc	Boca Raton	FL	33486
WAS Aviation Services Inc	Steven A Navarro	101 Park Ave	CO Morgan Lewis and Bockius LLP	New York	NY	10178
Western Aero Services Inc	David Balfanz	6475 Franklin St		Denver	CO	80029

EXHIBIT C



ROBERT M.D. MERCER
Direct: 404-572-6976
Fax: 404-420-0576
robert.mercer@bryancave.com

November 8, 2011

Via Electronic Mail and U.S. Mail

R. Scott Williams, Esq.
Haskell Slaughter Young & Rediker, LLC
2001 Park Place
Suite 1400
Alabama 35203

Re: The Boeing Company v. Alabama Aircraft Industries, Inc.
(In re Alabama Aircraft Industries, Inc.); United States District Court
for the District of Delaware; Civil Action No. 1:11-cv01003-JEI

Re: In re Alabama Aircraft Industries, Inc., et al.
In the United States Bankruptcy Court; District of Delaware;
Case No. 11-10452-PJW (Jointly Administered) (collectively,
the "Bankruptcy Cases")

Dear Scott:

As a follow on to my voice mail, as counsel to The Boeing Company ("Boeing"), we write to request that your firm supplement its ordinary course professional declaration executed on April 15, 2011 and provide certain information in connection with the above-referenced cases.

According to the complaints recently filed on behalf of the liquidation trustee against Boeing and its affiliates, your firm is serving as his counsel. Accordingly, we would request that you supplement your firm's declaration to disclose as additional "connections" the following information: (i) the date on which your firm was hired by the litigation trustee; (ii) whether the services your firm is providing are related to the services it performed for the debtors; (iii) the financial terms upon which your firm is representing the litigation trustee -- i.e., the specific terms of (a) any contingency or hourly fee agreement and (b) any retainer your firm has received; and (iv) whether and when your firm's representation of the debtors ended. See 9 Collier on Bankruptcy ¶ 2014.05 (Alan N. Resnick & Henry J. Sommers eds., 16th ed.) (counsel has continuing obligation to disclose "connections").

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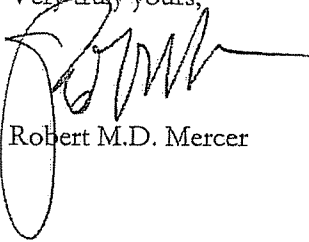
R. Scott Williams, Esq.
November 7, 2011
Page 2

As you are probably aware, Boeing has appealed the order establishing the litigation trust. In that appeal, Kaiser Aircraft Industries, Inc. has filed a motion to dismiss the appeal contending that it "capitaliz[ed] the Litigation Trust with an initial \$500,000" in reliance on the order entered by the bankruptcy court in the Bankruptcy Cases on or about September 6, 2011. See Brief in Support of Kaiser Aircraft Industries, Inc.'s Motion to Dismiss Appeal as Moot [11 U.S.C. § 363(m)] ("Kaiser Motion to Dismiss"), In re Alabama Aircraft Industries, Inc., Civil Action No. 1:11-cv01003-JEI, D.I. 8, p. 13 (D. Del. Oct. 27, 2011).

Given the foregoing, and in addition to the information requested above, please produce a copy of any agreements between your firm and the litigation trustee and advise whether your firm received any of the \$500,000 that Kaiser represents it has spent to capitalize the Litigation Trust and, if so, the conditions upon which your firm received it.

Please file a supplemental declaration and provide the requested information or on before the close of business on November 10, 2011. We need for you to respond by that date because our client's response to the Kaiser Motion to Dismiss is due on November 14, 2011.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Mercer", is written over a large, vertically oriented oval. The signature is fluid and cursive.

Robert M.D. Mercer

RMDM/dh

EXHIBIT D



ROBERT M.D. MERCER
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robert.mercer@bryancave.com

November 8, 2011

Via Electronic Mail and U.S. Mail

Thomas E. Patterson, Esq.
Klee, Tuchin, Bogdanoff & Stern LLP
1999 Avenue of the Stars
Thirty-Ninth Floor
Los Angeles, CA 90067-6049

Re: The Boeing Company v. Alabama Aircraft Industries, Inc.
(In re Alabama Aircraft Industries, Inc.); United States District Court
for the District of Delaware; Civil Action No. 1:11-cv01003-JEI

Re: In re Alabama Aircraft Industries, Inc., et al.
In the United States Bankruptcy Court; District of Delaware;
Case No. 11-10452-PJW (Jointly Administered) (collectively,
the "Bankruptcy Cases")

Dear Mr. Patterson:

As a follow on to our conversation today, as counsel to The Boeing Company ("Boeing"), we write to request that Kaiser Aircraft Industries, Inc. ("Kaiser") provide certain information in connection with the above-referenced cases.

As you know, Kaiser has filed a motion to dismiss the appeal contending that it "capitaliz[ed] the Litigation Trust with an initial \$500,000" in reliance on the order entered by the bankruptcy court in the Bankruptcy Cases on or about September 6, 2011. See Brief in Support of Kaiser Aircraft Industries, Inc.'s Motion to Dismiss Appeal as Moot [11 U.S.C. § 363(m)] ("Kaiser Motion to Dismiss"), In re Alabama Aircraft Industries, Inc., Civil Action No. 1:11-cv01003-JEI, D.I. 8, p. 13 (D. Del. Oct. 27, 2011).

Given the foregoing, please produce a copy of any agreements between (i) Kaiser and the litigation trustee and (ii) the litigation trustee and any other person or entity. In addition, please advise regarding the following: (a) whether Kaiser is entitled to a return of all or any portion of the \$500,000; (b) whether the litigation trustee has spent any of the money; (c) the intended purpose of the money; and (d) the financial

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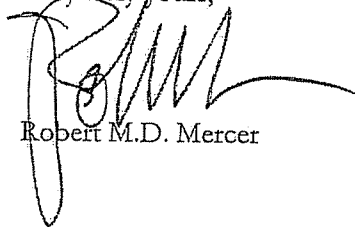
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Thomas E. Patterson, Esq.
November 8, 2011
Page 2

terms upon which the litigation trustee has retained counsel and any other person or entity -- i.e., the specific terms of (i) any contingency or hourly fee agreement and (ii) any retainer any of the foregoing has received.

Please provide the requested information or on before the close of business on November 10, 2011. We need for you to respond by that date because, as you know, our client's response to the Kaiser Motion to Dismiss is due on November 14, 2011. If you need more time to respond, we would be happy to extend such date, but would need a corresponding extension of Boeing's response deadline.

Very truly yours,

A handwritten signature in black ink, appearing to read 'RDM', with a long horizontal flourish extending to the right.

Robert M.D. Mercer

RMDM/dh

EXHIBIT E



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November 10, 2011

Via Electronic Mail

Robert M.D. Mercer, Esq.
Bryan Cave LLP
One Atlantic Center, Fourteenth Floor
1201 W. Peachtree St., N.W.
Atlanta, GA 30309

Re: ***In re Alabama Aircraft Indus., Inc., et al.,***
U.S.D.C., D. Del., Case No. 1:11-cv-1003 (JEI)

Dear Robert:

Kaiser Aircraft Industries, Inc. ("Kaiser") has the following response to your letter of November 8, 2011 sent on behalf of the Boeing Company ("Boeing").

Kaiser advanced funds to the Litigation Trust pursuant to the terms and conditions of the Litigation Trust Agreement (the "Agreement," an executed copy of which is enclosed herewith) to be used for any proper purpose permitted by that Agreement, including, without limitation, fees, costs and expenses that are incurred pursuant to section 2.4 of the Agreement. Kaiser anticipates that the funds will be utilized by the Litigation Trust in their entirety and accordingly does not expect to receive any of the advanced funds back.

We do not believe that the remaining questions posed by your letter are pertinent to Kaiser's Motion to Dismiss Appeal as Moot in the above-referenced appeal or otherwise are the subject of proper inquiry by Boeing, as a litigation adversary, and accordingly decline to answer them.

Robert M.D. Mercer
November 10, 2011
Page 2

Please feel free to call me if you have any further questions or comments regarding this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Tom Patterson", with a long horizontal flourish extending to the right.

Thomas E. Patterson

TEP:ma